

EXHIBIT D

1 JOHN F. L. HEBB (State Bar No. 108391)
2 LAW OFFICES OF JOHN F. L. HEBB
3 1541 Ocean Avenue, Suite 200
Santa Monica, CA 90401
Telephone: 310/393-3077
JOHNFLHEBB@aol.com
4
5 Attorney for Plaintiff
Pac Pacific Group Int'l, Inc. of
USA ("PPGI")
6
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LAW OFFICES OF JOHN F. L. HEBB
1541 OCEAN AVENUE, 2ND FLOOR
SANTA MONICA, CALIFORNIA 90401
310/393-3077

9 **ARBITRATION IN THE MATTER OF:**
10 PAC PACIFIC GROUP INT'L, INC. OF
USA ["PPGI"]
11 Plaintiff,
12 vs.
13
14 NGC NETWORK ASIA, LLC
["NGCA"]
15 Defendant
16
17
18

AAA No. {TBA}

NOTICE TO DEFENDANT OF
DEFENDANT'S DEADLINE TO APPLY
TO STAY THE ARBITRATION
WITHIN TWENTY DAYS AFTER
SERVICE OF THESE ARBITRATION
DOCUMENTS AND THIS NOTICE ON
DEFENDANT, AND RELATED
CONSEQUENCES

19 Notice is hereby given to defendant NGC NETWORK ASIA, LLC ["NGCA"]
20 that unless you apply to stay the arbitration within twenty days after service of the
21 accompanying arbitration documents [PLAINTIFF'S NOTICE OF INTENT TO
22 ARBITRATE/ AMENDED CLAIM [AMENDMENT OF CLAIM IN
23 PLAINTIFF'S INITIAL NOTICE OF INTENT TO ARBITRATE SERVED ON
24 DEFENDANT 10/4/03] and this notice on you, you shall thereafter be precluded
25 from objecting that a valid agreement was not made or has not been complied
26 with and from asserting in court the bar of a limitation of time.
27
28 **PLAINTIFF'S NOTICE TO DEFENDANT OF DEADLINE**

1 DATED: 2/28/07

LAW OFFICES OF JOHN F. L. HEBB

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By:
JOHN F. L. HEBB, Esq.
Attorney for Plaintiff

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LAW OFFICES OF JOHN F. L. HEBB
151 OCEAN AVENUE, 2ND FLOOR
SANTA MONICA, CALIFORNIA 90401
310/299-3077

PLAINTIFF'S NOTICE TO DEFENDANT AND INFORMATION

1 PROOF OF SERVICE
2 (CCP 1013a, 2015.5, et al.)

3 STATE OF CALIFORNIA, COUNTY OF LOS ANGELES

4 I am a resident/employed in the aforesaid county, State of California; I am
5 over the age of eighteen years and not a party to the within action; my business address
6 is: 1541 Ocean Avenue, Ste. 200, Santa Monica, CA 90401-2100.
7

8 On the below date, i served the foregoing

9 **NOTICE TO DEFENDANT OF DEFENDANT'S DEADLINE TO APPLY TO STAY
THE ARBITRATION WITHIN TWENTY DAYS AFTER SERVICE OF THESE
ARBITRATION DOCUMENTS AND THIS NOTICE ON DEFENDANT, AND RELATED
CONSEQUENCES**

10 on the interested parties in this action by (unless otherwise specified below) placing a
11 true copy thereof in a sealed envelope with postage thereon fully prepaid, in the United
12 States mail in Los Angeles County, California, addressed as follows:

LAW OFFICES OF MORON P.L. HERB
1541 OCEAN AVENUE, STE. 200
SANTA MONICA, CALIFORNIA 90401
310/593-3077

13
14
15
16 1. via fax, per the subject arbitration agreement's provisions, and via certified mail,
17 return receipt requested, to

18 (1) NGC Network Asia, LLC
19 Attn: Ward L Platt
Managing Director,
Facsimile transmission number: 852 2621 8826
20 [or, absent connection, to updated 852 2621 8822]
One Harbourfront, 8th Floor
21 18 Tak Fung Street
Hung Hom, Kowloon
22 Hong Kong SAR

23 with a copy via fax to

24 (2) Geng Wei-min
25 Director - Distribution China
Facsimile transmission number: 86 10 8529 8462
26 Director - Distribution China
1301, North Tower
Beijing Kerry Centre
27 1 Guanghua Road, Chaoyang District
Beijing 100020 China
28

PLAINTIFF'S NOTICE TO DEFENDANT OF DEADLINE

2. via certified mail, return receipt requested, and via FedEx/overnight delivery, to:

3 NGC Network Asia, LLC / National Geographic Channels International
4 1145 17th Street, N.W.
5 Washington, DC 20036-4688
Attn: Vincent D'Ambra
Vice President, Business & Legal Affairs
Tel: 202-912-6730

I declare, under penalty of perjury under the laws of the State of New York and California, that the foregoing is true and correct.

3/1/07
Date

Signature of Declarant

LAW OFFICES OF JOHN F.L. WEBB
141 OCEAN AVENUE, 2nd FLOOR
SANTA MONICA, CALIFORNIA 90401
213/393-3177

PLAINTIFF'S NOTICE TO DEFENDANT OF DEADLINE

EXHIBIT E



**International Centre
for Dispute Resolution**

Thomas Ventrone
Vice President

March 16, 2007

1633 Broadway, 10th Floor, New York, NY 10019
Telephone: 212-484-4181 Facsimile: 212-246-7274
Internet: <http://www.adr.org/ICDR>

Via E-Mail

John F. Hebb, Esq.
Law Offices of John F.L. Hebb
1541 Ocean Avenue
2nd Floor
Santa Monica, CA 90401-2104

Robert H. Powsner, Esq.
Law Offices of Robert H. Powsner
11315 Shoreline Street
Suite C
Point Reyes, CA 94956

Vincent D'Ambra, Esq.
In-House Counsel
National Geographic Channels Int'l
1145 17th Street NW
Washington, DC 20036-4688

Re: 50 181 T 00079 07
Pac Pacific Group Int'l, Inc. of USA
vs
NGC Network Asia, LLC

Dear Counsel:

This will acknowledge receipt by the International Centre for Dispute Resolution (hereinafter "ICDR") on March 7, 2007 from Claimant of Demand for Arbitration dated March 1, 2007 of a controversy arising out of contract between the above-captioned parties, containing a clause providing for administration by this ICDR. We understand that a copy was sent to Respondent. A copy of our Commercial Arbitration Rules is attached. A copy of our Supplementary Procedures for International Commercial Arbitration is also attached.

Pursuant to Rule R-4 (b), within fifteen days of the date of this letter, Respondent may file a statement of defense and/or Counterclaim in writing with the Claimant and the ICDR. If Respondent wishes to counterclaim, please file three copies of it with appropriate administrative fee and send a copy directly to Claimant.

The Arbitration clause stipulates that the hearing be held in New York, NY. Please review Rule R- 10 of the Rules regarding the locale of hearings.

We invite the parties to visit our website to learn more about how to file and manage your cases online. As part of our administrative service, AAA's WebFile allows parties to perform a variety of case related activities, including:

- File additional claims
- Complete the Checklist for Conflicts form

A Division of the American Arbitration Association

- View invoices and submit payment
- Share and manage documents
- Strike and rank listed neutrals
- Review case status

AAA WebFile provides flexibility because it allows you to work online as your schedule permits - day or night. Cases originally filed in the traditional offline manner can also be viewed and managed online.

This will also serve to confirm your participation in an **Administrative Conference Call on March 26, 2007 at 4:30 PM local New York time**. The purpose of this call is to address matters that will assist the ICDR in administering your case as efficiently and expeditiously as possible. The ICDR has found that such calls greatly improve the administrative process. Please be prepared to discuss the following items:

- Whether mediation or other methods of dispute resolution might be appropriate;

As an option for resolution of this dispute, we propose mediation, as outlined in the enclosed Commercial Mediation Rules. It is our experience that mediation is expeditious, cost-effective and highly successful. No additional administrative fee will be required for this process in the event the Parties desire to first attempt to mediate this dispute. Please note that the process is non-binding and the Parties must consent to these procedures.

- A brief description of the case, the specification of the claims and the anticipated length of hearing;
- The type of arbitrator expertise you believe would be most valuable for this type of dispute as well as the number of arbitrators for this matter and method of appointment

Parties are advised to consider the information to be exchanged during the arbitral proceeding. Please note that at this stage the exchange of information will be voluntary and the arbitrator once appointed would decide any difficulties that may arise.

Parties are also encouraged to prepare a stipulation of uncontested facts, which will be reviewed by the arbitrator again, once appointed.

Please limit your discussions to the administrative process. Any discussion regarding issues of arbitrability or the merits of the dispute should be reserved for the arbitrator. Once the arbitrator(s) are appointed it will be brought to the attention of the arbitrator. It should be noted that failure to participate in the arbitral proceedings would not prevent the arbitrator from issuing an arbitration award that may be enforced pursuant to the New York Convention.

The call will be initiated by the ICDR on said date. If the Parties are unable to participate on the scheduled date of the call, we kindly request that the parties mutually agree on an alternate date within seven (7) days from the date of this letter and advise the case manager so that the call may be rescheduled accordingly.

The ICDR encloses herewith to each Party a form entitled Checklist for Conflicts and requests that each Party fill out the document with the required information and return it to this office by **April 2, 2007**. It will be treated as confidential information, not required to be exchanged by the Parties, unless otherwise agreed by the Parties. This is only a preliminary list to identify potential witnesses and for the arbitrator

to perform a conflict's check. It will not commit the Parties at this point. For your convenience, this form may be completed online.

This matter has been assigned to **Carmen Gia (212-484-4151), International Case Manager**. Please address all future correspondence to her/him. In the event I can be of assistance throughout the administration of this matter and to respond to any questions or issues that may arise, regarding the administrative process, please feel free to contact the undersigned. My contact information is set forth below.

Please note that the ICDR is comprised of three (3) regionally specialized teams; therefore your case will have full administrative coverage provided by the International Case Manager and the Supervisor. In addition, please be advised that all our teams are supervised by multilingual attorneys trained in international arbitration and mediation. We look forward to working with you and to providing you with assistance during your participation in the arbitral process.

In closing we wish to remind the parties that the AAA has a refund schedule in the administrative fee section of the Rules. After 60 days or the appointment of the arbitrator, the filing fees are non-refundable. If the parties enter settlement negotiations at any time after the AAA has opened its file, you should take into consideration the refund schedule in the Rules. In accordance with the administrative fee schedule, the Association charges a Case Service Fee when the hearing on the merits is scheduled. The Case Service Fee is the balance of the filing fee. It is refundable if the hearing on the merits is cancelled and the Association is notified at least 24 hours prior to the hearing. The AAA will only refund filing fees as outlined in the Rules and does not refund neutral costs incurred when parties settle their dispute or withdraw their claims. We encourage parties to resolve their disputes as amicably as possible and this notice is just to alert you to this issue so that it doesn't become a concern in the future.

Thank you for selecting the ICDR, a worldwide leader in alternative dispute resolution.

Sincerely,

Sara Matathias-Thayer

Sara Matathias-Thayer
ICDR Supervisor
212 484 4077
MatathiasS@adr.org

INTERNATIONAL CENTER FOR DISPUTE RESOLUTION CHECKLIST FOR CONFLICTS

In the Matter of the Arbitration between:
March 16, 2007

John F. Hebb, Esq.
Law Offices of John F.L. Hebb
1541 Ocean Avenue
2nd Floor
Santa Monica, CA 90401-2104

Robert H. Powsner, Esq.
Law Offices of Robert H. Powsner
11315 Shoreline Street
Suite C
Point Reyes, CA 94956

Vincent D'Ambra, Esq.
In-House Counsel
National Geographic Channels Int'l
1145 17th Street NW
Washington, DC 20036-4688

Re: 50 181 T 00079 07
Pac Pacific Group Int'l, Inc. of USA
vs
NGC Network Asia, LLC

CASE MANAGER: Carmen Gia

To avoid the possibility of a last-minute disclosure and/or disqualification of the arbitrator pursuant to the rules, we must advise the arbitrator of the names of all persons, firms, companies or other entities involved in this matter. Please list below all interested parties in this case, including, but not limited to, witnesses, consultants, and attorneys. In order to avoid conflicts of interest, parties are requested to also list subsidiary and other related entities. This form will only be used as a list for conflicts, not a preliminary or final witness list. Please note that the AAA/ICDR will not divulge this information to the opposing party, and the parties are not required to exchange this list. This form will, however, be submitted to the arbitrator, together with the filing papers. You should be aware that arbitrators would need to divulge any relevant information in order to make appropriate and necessary disclosures in accordance with the applicable arbitration rules.

NAME

AFFILIATION

ADDRESS

DATED: _____ PARTY: _____
Please Print